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10 *Attorneys for Defendants/Respondents*  
*Blackhawk Parent LLC and*  
11 *EOP Operating Limited Partnership, L.P.*

12 UNITED STATES DISTRICT COURT  
13 FOR THE NORTHERN DISTRICT OF CALIFORNIA  
14 SAN JOSE DIVISION

15 JOEL BENOLIEL, GREGG R. DAUGHERTY,  
16 BRUCE E. HOSFORD, and DONALD S.  
JEFFERSON,

17 Plaintiffs/Petitioners,

18 v.

19 BLACKHAWK PARENT LLC, a Delaware limited  
20 liability company, and EOP OPERATING  
LIMITED PARTNERSHIP, a Delaware limited  
21 partnership,

22 Defendants/Respondents.  
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Case No. C 07-03001-RMW

**DECLARATION OF TIMOTHY J.  
CORNELL**

**Date: August 31, 2007**  
**Time: 9:00 A.M.**  
**Judge: Hon. Ronald M. Whyte**

1 I, Timothy J. Cornell, declare as follows:

2 1. I am a member of the bar of the state of New York and am associated with the law  
3 firm Simpson Thacher & Bartlett LLP, attorneys for Respondents Blackhawk Parent LLC  
4 (“Blackhawk Parent”) and Equity Office Properties Operating Limited Partnership (“EOP”).

5 2. I have personal knowledge of the facts set forth, and the documents cited, herein; if  
6 called as a witness, I could and would testify competently thereto.

7 3. Attached hereto as Exhibit A is a true and correct copy of the EOPT Form S-4A,  
8 Amendment No. 3 to Form S-4, filed with the Securities and Exchange Commission on June 6,  
9 2001.

10 4. Attached hereto as Exhibit B is a true and correct copy of the Third Amended and  
11 Restated Agreement of Limited Partnership of EOP.

12 5. Attached hereto as Exhibit C is a true and correct copy of the EOPT Schedule 14A,  
13 Definitive Proxy Statement, filed with the Securities and Exchange Commission on December 29,  
14 2006.

15 6. Attached hereto as Exhibit D are true and correct copies of letters from Blackhawk  
16 Parent to Petitioners dated January 30, 2007.

17 7. Attached hereto as Exhibit E is a true and correct copy of a letter from Bruce D.  
18 Angiolillo to Michael H. Steinberg dated May 10, 2007.

19 8. Attached hereto as Exhibit F is a true and correct copy of a letter from Michael H.  
20 Steinberg to Bruce D. Angiolillo dated May 14, 2007.

21 9. Attached hereto as Exhibit G is a true and correct copy of a letter from Christopher  
22 R. Edgar to Paul C. Gluckow dated May 25, 2007.

23 10. Attached hereto as Exhibit H is a true and correct copy of a letter from Paul C.  
24 Gluckow to Christopher R. Edgar dated May 31, 2007.

25 11. Attached hereto as Exhibit I is a true and correct copy of Respondents’ Petition for  
26 an Order Compelling Arbitration, *EOP Operating Ltd. P’ship v. Spieker*, 07CH 19272 (Ill. Cir. Ct.  
27 Cook Cty. Jul. 20, 2007).

28 12. Attached hereto as Exhibit J is a true and correct copy of a letter from Paul C.

1 Gluckow to Michael H. Steinberg dated August 7, 2007.

2 13. Attached hereto as Exhibit K is a true and correct copy of a letter from Michael H.  
3 Steinberg to Bruce D. Angiolillo dated July 27, 2007.

4 14. Attached hereto as Exhibit L is a true and correct copy of former petitioners in this  
5 action's Petition to Compel Arbitration and for Appointment of Arbitrator, *Spieker v. Blackhawk*  
6 *Parent LLC*, Civ 464823 (Cal. Sup. Ct. San Mateo Cty. Jul. 30, 2007).

7 15. Attached hereto as Exhibit M is a true and correct copy of a letter from Michael H.  
8 Steinberg to Bruce D. Angiolillo dated July 31, 2007.

9 16. Attached hereto as Exhibit N is a true and correct copy of a letter from Michael H.  
10 Steinberg to Paul C. Gluckow dated August 8, 2007.

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12 I declare under penalty of perjury under the laws of the United States that the foregoing is  
13 true and correct to the best of my knowledge.

14 Executed this 10th day of August, 2007 in New York, New York.

15  
16 /s/ Timothy J. Cornell

17 Timothy J. Cornell  
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